

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK**

In re:) Case No. 09-50026 (REG)
MOTORS LIQUIDATION COMPANY, *et al.*,) Chapter 11
f/k/a General Motors Corp., *et al.*,) (Jointly Administered)
Debtors.)

**STIPULATION AND ORDER SETTING FORTH LIMITED MODIFICATION TO
ENVIRONMENTAL RESPONSE TRUST
CONSENT DECREE AND SETTLEMENT AGREEMENT
AMONG
THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE TRUSTEE,
THE UNITED STATES,
THE STATES OF DELAWARE, ILLINOIS, INDIANA, KANSAS, MICHIGAN,
MISSOURI, NEW JERSEY, NEW YORK, OHIO, WISCONSIN, COMMONWEALTH
OF VIRGINIA, THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL
QUALITY, THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION, THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF
THE COMMONWEALTH OF PENNSYLVANIA AND THE SAINT REGIS
MOHAWK TRIBE**

WHEREAS, on March 29, 2011, the Court entered an order confirming the debtors' Plan of Liquidation and ("Confirmation Order") approving an Environmental Response Trust Consent Decree and Settlement Agreement (the "ERT Consent Decree") (*see* Dkt. No. 9941 ¶ 7 at 19-20 among the United States, fourteen states and/or state agencies, the St. Regis Mohawk Tribe, and Debtors, resolving, among other things, the dispositions of various properties that were then owned by Debtors and providing certain funding for environmental actions at many of those properties; and

WHEREAS, the ERT Consent Decree provided for the establishment of an environmental response trust, funded by the Debtors using funds (the "Trust Funding") that were provided to Debtors in part by the United States Department of Treasury as debtor-in-possession lender, that would hold title to certain properties that had been owned by Debtors, and whose purpose would be, among other things, to conduct, manage, and/or fund Environmental Actions in accordance with the provisions of the ERT Consent Decree; to carry out administrative and property management functions related to the properties and pay associated administrative costs; and to try to sell or transfer the properties (ERT Consent Decree ¶ 29 at 11-12); and

WHEREAS, the Court approved and appointed EPLET, LLC to serve as the Environmental Response Trust Administrative Trustee ("Administrative Trustee"), (Confirmation Order ¶ 7, at 20), and the Trust is now known as the Revitalizing Auto Communities Environmental Response Trust ("RACER Trust"); and

WHEREAS, the Debtors' confirmed Plan of Liquidation became effective on March 31, 2011, and pursuant to the terms of the Confirmation Order, the ERT Consent Decree

likewise became effective on that date and the Debtor-owned properties and Trust Funding were transferred to the RACER Trust; and

WHEREAS, RACER Trust's funding includes an "Administrative Funding Reserve Account" (Approval Order ¶ 7, at 20-21). The purpose of the Administrative Funding Reserve Account was to fund actual or projected shortfalls in the Administrative Funding Account identified by the Administrative Trustee prior to the third anniversary of the Effective Date, "strictly limited to unexpectedly high demolition costs and Property holding costs and unexpectedly low proceeds derived from rental of Properties or proceeds derived from the sale of Properties" (ERT Consent Decree ¶ 53, at 30); and

WHEREAS, the ERT Consent Decree further provides that "[a]ny funds remaining" in the Administrative Funding Reserve Account "shall" be returned to the United States Department of the Treasury "after the third anniversary of the Effective Date," *i.e.*, March 31, 2014; and

WHEREAS, Debtors have liquidated pursuant to the Plan of Liquidation and therefore cannot execute this stipulation, but Debtors' former counsel has informed the signatories hereto that they have no objection to the agreement stated herein;

WHEREAS, the parties to the ERT Consent Decree that still are in existence agree that the date on which funds are to be returned from the Administrative Funding Reserve Account to the United States Department of the Treasury should be delayed by one year; and

WHEREAS, the parties wish to avoid any potential disputes about the return of funds from the Administrative Funding Reserve Account to the United States Department of the Treasury by March 31, 2014, and therefore have agreed to delay by one year the date by which that amount is to be returned;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED that:

1. The third and sixteenth lines of Paragraph 53 of the ERT Consent Decree are hereby modified by changing the words "third anniversary" to "fourth anniversary."
2. This stipulation may be signed in counterparts.
3. This stipulation does not otherwise change or alter in any respect the terms and conditions of the ERT Consent Decree.

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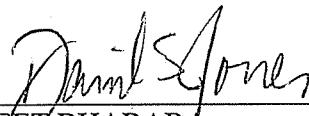
THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

FOR THE UNITED STATES



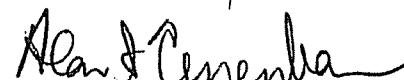
ROBERT G. DREHER
Acting Assistant Attorney General
Environment and Natural Resources
Division
U.S. Department of Justice

Date: 2/14/14



PREET BHARARA
United States Attorney
Southern District of New York
By: David S. Jones
Natalie N. Kuehler
Assistant U.S. Attorneys

Date: 2/21/2014



ALAN S. TENENBAUM
National Bankruptcy Coordinator
PATRICK CASEY
Senior Counsel
Environment and Natural Resources Division
Environmental Enforcement Section
U.S. Department of Justice

Date: 2/18/14

CYNTHIA GILES
Assistant Administrator
Office of Enforcement and Compliance
Assurance
U.S. Environmental Protection Agency

THE UNDERSIGNED PARTIES ENTER INTO THIS SETTLEMENT AGREEMENT

FOR THE UNITED STATES

ROBERT G. DREHER
Acting Assistant Attorney General
Environment and Natural Resources
Division
U.S. Department of Justice

Date: _____

PREET BHARARA
United States Attorney
Southern District of New York
By: David S. Jones
Natalie N. Kuehler
Assistant U.S. Attorneys

Date: _____

ALAN S. TENENBAUM
National Bankruptcy Coordinator
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Environmental Enforcement Section
U.S. Department of Justice

Date: _____



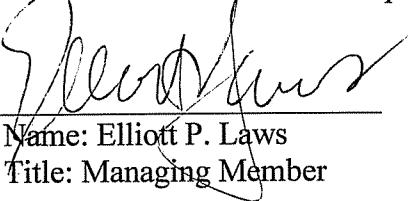
CYNTHIA GILES
Assistant Administrator
Office of Enforcement and Compliance
Assurance
U.S. Environmental Protection Agency

2/11/14

**FOR THE ENVIRONMENTAL RESPONSE TRUST ADMINISTRATIVE
TRUSTEE**

EPLET, LLC in its Representative Capacity as
the Environmental Response Administrative
Trustee of The Environmental Response Trust

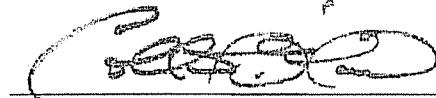
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By: 

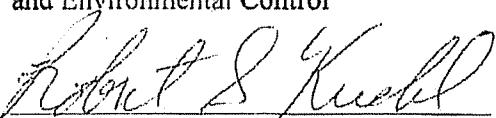
Name: Elliott P. Laws
Title: Managing Member

FOR THE STATE OF DELAWARE

Date: 3/14/14


Collin P. O'Mara, Secretary
Delaware Department of Natural Resources
and Environmental Control

Date: 3/18/14


Robert S. Kuehl
Deputy Attorney General
Delaware Department of Justice

**FOR THE STATE OF ILLINOIS AND THE ILLINOIS ENVIRONMENTAL
PROTECTION AGENCY**

FOR THE STATE OF ILLINOIS
LISA MADIGAN, Attorney General of the State of Illinois

MATTHEW J. DUNN, Chief
Environmental Enforcement/Asbestos Litigation Division

Date:

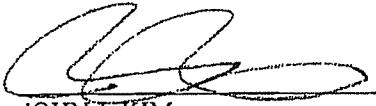
2/18/14


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Chicago, IL 60602

Date:

2/18/14

FOR THE ILLINOIS ENVIRONMENTAL PROTECTION
AGENCY

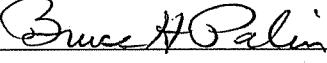

JOHN J. KIM
Chief Legal Counsel

FOR THE STATE OF INDIANA

Indiana Department of
Environmental Management

By: 

Thomas W. Easterly
Commissioner

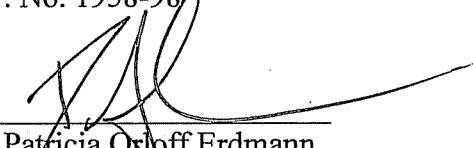
By: 

Bruce H Palin,
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Office of Land Quality
Ind. Dept. of Environmental Mgmt
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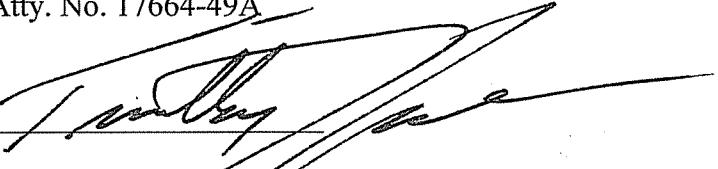
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Date: 2/10/14

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Date: February 11, 2014

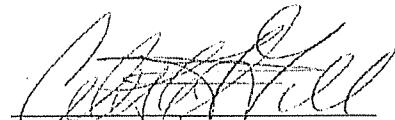
FOR THE STATE OF KANSAS

Date: 2/6/14

Robert Moser
ROBERT MOSER, M.D.
Secretary
Kansas Department of
Health and Environment

FOR THE STATE OF MICHIGAN

Date: 3/6/14

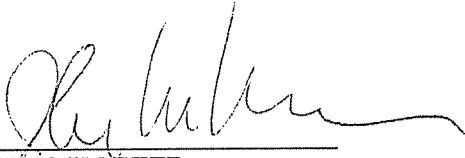


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Date: 1/23/14


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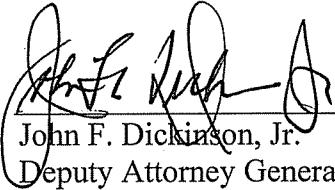
Date: 1/23/14


Leanne Tippett Mosby
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Division of Environmental Quality
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Jefferson City, Missouri 65102

FOR THE STATE OF NEW JERSEY

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Date: 2/6/14

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FOR THE STATE OF NEW YORK

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Date: *February 6, 2014*

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FOR THE STATE OF OHIO

Date: 2/1/14



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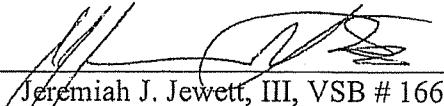
FOR THE COMMONWEALTH OF VIRGINIA

MARK R. HERRING
ATTORNEY GENERAL

Date:

2/12/2014

By:


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FOR THE STATE OF WISCONSIN

Cathy Stepp
Secretary

Date: 2/12/14

Matt Moroney
Matt Moroney
Deputy Secretary
Wisconsin Department of Natural Resources

Approved as to form:

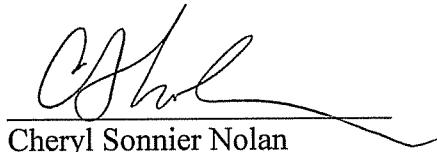
J.B. VAN HOLLEN
Attorney General

Date: 2/13/14

Anne C Murphy
ANNE C. MURPHY
Assistant Attorney General
State Bar # 1031600
Attorneys for the State of Wisconsin

**FOR THE LOUISIANA DEPARTMENT OF ENVIRONMENTAL
QUALITY**

Date: 07 Feb 2014



Cheryl Sonnier Nolan
Assistant Secretary
Office of Environmental Services
Louisiana Department of Environmental Quality

**FOR THE MASSACHUSETTS DEPARTMENT OF ENVIRONMENTAL
PROTECTION**

MASSACHUSETTS DEPARTMENT OF
ENVIRONMENTAL PROTECTION
By its attorney,

~~MARTHA COAKLEY,
ATTORNEY GENERAL~~

By:



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Date: 2/7/14

**FOR THE DEPARTMENT OF ENVIRONMENTAL PROTECTION OF THE
COMMONWEALTH OF PENNSYLVANIA**

Date: 2/21/14

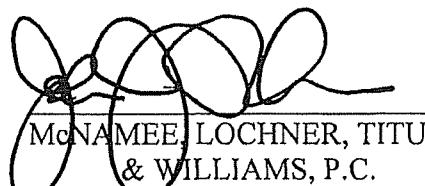


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FOR THE SAINT REGIS MOHAWK TRIBE

Date:

02/07/14



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SO ORDERED:

United States Bankruptcy Judge

New York, NY
March __, 2014